

# **LOWER BEAVER NEIGHBORHOOD ASSOCIATION BYLAWS**

## **ARTICLE 1**

### **NAME**

The name of this Association shall be the Lower Beaver Neighborhood Association.

## **ARTICLE 2**

### **PURPOSE**

The purpose of the Association is to enhance the quality of life in the Lower Beaver Neighborhood of Des Moines, Iowa.

## **ARTICLE 3**

### **BOUNDARIES**

The boundaries represented by this association shall be: the west shore of the Des Moines River; 1-80 on the north; Beaver Avenue on the west; and Douglas Avenue from Beaver to Martin Luther King Jr. Parkway continuing as Euclid Avenue to the west shore of the Des Moines River. These boundaries are also indicated on a map attached to these Bylaws.

## **ARTICLE 4**

### **MEMBERSHIP**

Section 1. Voting membership is open to all persons 18 years old and older who are residents and/or property owners, or who own or operate businesses or other organizations located within our boundaries. Additionally, membership is open to all persons who subscribe to the purpose of the Association.

Section 2. Any person who is eligible for membership in the Association may become a member upon completing a membership form indicating the person's desire to become a member of the Association and payment of annual dues. Each member of the association who is current with payment of annual dues shall be entitled to one vote on each matter submitted to a vote of the members.

## **ARTICLE 5**

### **MEETINGS OF MEMBERS**

Section 1 - Annual Meeting. An annual meeting shall be held during the month of February in each year, with the exact time and place to be established by the Board of Directors for the purpose of electing officers and transacting such other business as may be necessary.

Section 2 - Quarterly and Special Meetings. Three quarterly meetings of the members shall be held in addition to the annual meeting. The Board of Directors shall call additional special meetings as required.

Section 3 - Notice of Meetings. Notice of each meeting shall be provided to all members at least seven (7) days prior to the meeting by mail, telephone and/or E-mail.

Section 4 - Minutes. Minutes of all board meetings shall be available at all general membership meetings. Copies of the most recent general meeting shall be available for members to keep.

Section 5 - Conduct of Meetings. Meetings shall be conducted according to Robert's Rules of Order, Newly Revised, unless otherwise designated by these bylaws or by a suspension of the rules by a two-thirds vote of the members present.

Section 6 - Quorum. A minimum of 15 voting members must be present at any general membership meeting in order to conduct business.

Section 7 - Votes. Votes of the membership shall be carried by a majority of those voting members present. Absentee or Proxy voting is not allowed.

Section 8 - Open Meetings. Meetings are open to the public.

## ARTICLE 6 BOARD OF DIRECTORS

Section 1. The Board of Directors shall exercise all powers vested in it by the general membership and shall be responsible for the business of, and set policy for, the Association.

Section 2. The Board of Directors shall consist of nine (9) persons, including the four (4) officers of the Association, and five (5) At-Large members elected by the Association. President, Secretary, and two At-Large members shall be elected at the Annual meeting on even numbered years. The Vice-President, Treasurer, and three At-Large members shall be elected at the Annual meeting on odd numbered years. Directors shall be elected for a term of two (2) years. Board members shall serve no more than 3 consecutive full terms in the position.

Section 3. The officers of the Board of Directors shall consist of President, Vice President, Secretary, and Treasurer.

Section 4. A majority of the Board of Directors shall constitute a quorum and an affirmative vote of the majority of all directors present shall be required for approval of any action.

Section 5. The Board of Directors shall meet regularly. Special meetings shall be called by the president or by written request of at least three board members. The purpose of the meeting shall be stated in the notice to board members at least seven (7) days in advance of the meeting. The meetings of the Board of Directors are open to voting members of the Lower Beaver Neighborhood Association

Section 6. Members of the Board of Directors are required to physically attend all Board meetings. If a Board member cannot attend a Board meeting, that person shall notify the President in advance and contact the President afterward for information about the meeting. If a Board member misses three consecutive Board meetings, an automatic agenda item for the next Board meeting will be the removal of that Board member for failing to physically attend meetings. A Board member who has missed three consecutive Board meetings for any reason other than health or a bona fide emergency will be replaced unless the Board by majority vote permits the member to remain.

Section 7. Members of the Board of Directors must continue as dues paying members of the Association and are expected to attend general membership meetings.

## ARTICLE 7 DUTIES OF OFFICERS

Section 1 President. The President shall preside at all meetings of the general membership and the Board of Directors. The President shall appoint committee chairs, Board liaisons to each committee and a parliamentarian. The President is responsible for oversight of committee work and shall be an ex officio member of all committees without vote. The President shall present a progress report to the general membership during the annual meeting.

Section 2 - Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President shall perform the duties of the President. The Vice President shall also perform other duties as assigned by the President. In the event of the resignation or death of the President, the Vice President shall succeed to the office of President and a vacancy shall be declared in the Vice Presidency.

Section 3 - Secretary. The Secretary shall keep minutes of the proceedings of the Board meetings, the annual meeting and general membership meetings. The Secretary shall be custodian of all records of the association, shall provide notice of meetings to members and Board members and shall be responsible for making copies of minutes available to the general membership.

Section 4 Treasurer. The Treasurer shall oversee and keep an itemized report of all funds received and spent on behalf of the association; as funds accumulate, he or she shall pay all obligations as authorized by the Board and shall make a regular report to the Board. The Treasurer shall prepare an annual report to be presented at the annual meeting. The treasurer shall maintain an accurate list of the members.

Section 5 - Representing Association. Only the President or the President's designee shall represent the Board and/or the Association on an issue before the Des Moines City Council, and City board or commission, the media or a public forum. Any other Association member who addresses the City Council or any City board or commission, a public forum, or the media on an issue upon which the Board or Association has taken or is considering action shall make it clear that he or she is not representing the Board or the Association.

## ARTICLE 8 COMMITTEES

Section 1. The Board shall establish and appoint members to any committees or action groups it deems appropriate.

## ARTICLE 9

### ELECTIONS

Section 1. A nominating committee composed of three (3) members, of whom no more than two are current Board members, shall be appointed by the President with the approval of the Board of Directors. The President shall not serve on this committee.

Section 2. The nominating committee shall accept the names of all members who wish to run for a Board position and verify that such members are current in their dues and, therefore, eligible for office. The nominating committee shall secure consent of those named as running for office to serve if elected.

Section 3. The chair of the committee shall present a list of those running for all Board positions to be filled on an annual basis. The list of those running for election shall be provided to the general membership at the annual meeting. Additional nominations may be submitted from those in attendance at the meeting.

Section 4. The nominating committee shall submit a list of those members running to fill vacancies on the Board of Directors that may occur between regular elections.

Section 5. Regular elections shall take place at the annual meeting. Elections to fill vacancies that may occur between regular elections shall be conducted as follows: The President shall announce the vacancy at the first general membership meeting following the President's receipt of the resignation. The nominating committee shall then compile a list in accordance with Section 2 of this Article and present that list at the next general membership meeting, at which time the election will take place.

Section 6. Officers and other members of the Board of Directors shall assume their duties immediately following the meeting at which they are elected.

## ARTICLE 10 FINANCES

Section 1 Dues. Annual dues shall be established by the Board of Directors. Dues paid are valid for 12 months following date of receipt. Dues shall be nonrefundable. Dues paid at any time during one calendar year are effective for twelve months. The Board at its discretion may provide for a courtesy voting membership.

Section 2 - Treasurer's Report. The Treasurer shall prepare an annual report to be received at the annual meeting. The Treasurer shall also provide a report to be presented at each Board meeting and each general membership meeting.

Section 3 - Audits. The financial records of the Association may be audited on an annual basis. The Treasurer shall provide any and all records pertaining to income and disbursements on behalf of the Association to the auditor or audit committee upon request.

Section 4 - Budget. The Board of Directors shall prepare and approve an annual budget to be presented by the Treasurer at the annual meeting.

Section 5 Permissible and Prohibited Expenditures. Association funds may be expended only when authorized by the Board of Directors. Association funds shall not be used to pay for meals or mileage or other travel expenses for Board members. All Association checks must be signed by two officers of the Board of Directors.

Section 6 - Bonding and Insurance. The Board shall review, on an annual basis, the need for bonding of officers and general liability insurance. The costs of any such insurance shall be paid by the association.

ARTICLE 11  
APPROVAL AND AMENDMENT OF BYLAWS

Section 1. The Bylaws, when first presented to the general membership may be amended and approved by a majority vote.

Section 2. Subsequent amendment of the Bylaws shall require a three-fifths (3/5) majority vote of those present at the general membership meeting. Proposed amendments to the Bylaws shall be provided to the membership at least seven (7) days prior to the meeting at which the proposed amendment is to be considered.

ARTICLE 12  
MISCELLANEOUS

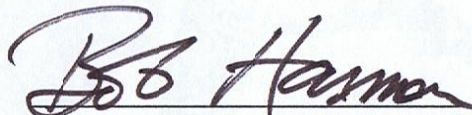
Section 1. The Association shall not endorse any candidates for public office.

Section 2. The Association will strive to continue to meet the requirements to become and remain a neighborhood association formally recognized by the City of Des Moines.

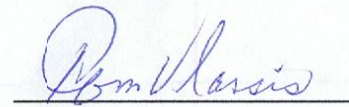
ARTICLE 13  
DISSOLUTION

Section 1. Upon a three-fifths (3/5) majority vote of the general membership to dissolve this Association, any remaining assets of the Association shall be donated to a neighborhood association or other nonprofit agency.

Approved on this **15th** day of November, 2010.



Bob Harmon, President



Tom Vlassis, Secretary

